

WC 07-41

BINGHAM McCUTCHEN

Catherine Wang
Brett P. Ferenczak
Phone: (202) 373-6000
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Please Date Stamp & Return

February 28, 2007

Via Courier

FCC/MELLON

FEB 28 2007

Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau – CPD – 214 Appls.
P.O. Box 358145
Pittsburgh, PA 15251-5145

Bingham McCutchen LLP
Suite 300
3000 K Street NW
Washington, DC
20007-5116
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bingham.com

Boston
Hartford
London
Los Angeles
New York

Orange County
San Francisco
Silicon Valley
Tokyo
Walnut Creek
Washington

Re: In the Matter of the Joint Application of Eureka Broadband Corporation, Transferor, Eureka Telecom, Inc., Licensee, A.R.C. Networks, Inc., Licensee, Eureka Telecom of VA, Inc., Licensee, InfoHighway of Virginia, Inc., Licensee, and Broadview Networks Holdings, Inc., Transferee, For Grant of Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, and Sections 63.04 and 63.24 of the Commission's Rules to Complete an Indirect Transfer of Control of Eureka Telecom, Inc., A.R.C. Networks, Inc., Eureka Telecom of VA, Inc., and InfoHighway of Virginia, Inc., Authorized Domestic and/or International Section 214 Carriers, to Broadview Networks Holdings, Inc.

Dear Ms. Dortch:

On behalf of Eureka Broadband Corporation, A.R.C. Networks, Inc., Eureka Telecom, Inc., InfoHighway of Virginia, Inc., Eureka Telecom of VA, Inc. (collectively, "InfoHighway") and Broadview Networks Holdings, Inc. ("Broadview Holdings" and collectively with InfoHighway, "Applicants"), enclosed please find an original and six (6) copies of an application for Section 214 authority to transfer of control of InfoHighway to Broadview Holdings. Pursuant to Section 63.04(b) of the Commission's rules, Applicants submit this filing as a combined international section 214 transfer of control application and domestic section 214 transfer of control application ("Combined Application").

Also enclosed is a completed Fee Remittance Form 159 containing a valid credit card number and expiration date for payment, in the amount of \$965.00, to the Federal Communications Commission, which satisfies the filing fee required for this Combined Application under line 2.b of Section 1.1105 of the Commission's rules. Applicants are simultaneously filing the Combined Application with the International Bureau through the MyIBFS Filing System.

Please date-stamp the enclosed extra copy of this filing and return it in the envelope provided. Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,



Catherine Wang
Brett P. Ferenczak

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589
Page 1 of 2

(1) LOCKBOX # 358145		SPECIAL USE ONLY	
		FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Bingham McCutchen LLP		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$965.00	
(4) STREET ADDRESS LINE NO. 1 2020 K Street NW			
(5) STREET ADDRESS LINE NO. 2			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20006
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-373-6000		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0004-3539-00		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Eureka Broadband Corporation			
(14) STREET ADDRESS LINE NO. 1 39 Broadway			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY New York		(17) STATE NY	(18) ZIP CODE 10006
(19) DAYTIME TELEPHONE NUMBER (include area code) 212-404-5179		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0013-5612-46		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$965.00	(27A) TOTAL FEE \$965.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23b) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, M. Renee Britt, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <i>M. Renee Britt</i>		DATE 02/28/2007	

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE (CONTINUATION SHEET) Page No <u>2</u> of <u>2</u>		SPECIAL USE
		FCC ONLY
USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT SECTION BB - ADDITIONAL APPLICANT INFORMATION		
(13) APPLICANT NAME Broadview Networks Holdings, Inc.		
(14) STREET ADDRESS LINE NO. 1 800 Westchester Avenue		
(15) STREET ADDRESS LINE NO. 2 Suite N-501		
(16) CITY Rye Brook	(17) STATE NY	(18) ZIP CODE 10573
(19) DAYTIME TELEPHONE NUMBER (include area code)	(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED		
(21) APPLICANT (FRN) 0010-2968-53	(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET		
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1	(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1	(29C) FCC CODE 2	
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1	(29D) FCC CODE 2	
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1	(29E) FCC CODE 2	
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1	(29F) FCC CODE 2	

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of the Joint Application of)

Eureka Broadband Corporation, Transferor,)
Eureka Telecom, Inc., Licensee,)
A.R.C. Networks, Inc., Licensee,)
Eureka Telecom of VA, Inc., Licensee,)
InfoHighway of Virginia, Inc., Licensee,)

File No. ITC-T/C-2007 _____

and)

WC Docket No. 07- _____

Broadview Networks Holdings, Inc., Transferee)

For Grant of Authority Pursuant to)
Section 214 of the Communications Act of 1934,)
as amended, and Sections 63.04 and 63.24 of the)
Commission's Rules to Complete an Indirect)
Transfer of Control of Eureka Telecom, Inc.,)
A.R.C. Networks, Inc., Eureka Telecom of VA, Inc.)
and InfoHighway of Virginia, Inc., Authorized)
Domestic and/or International Section 214)
Carriers, to Broadview Networks Holdings, Inc.)

JOINT APPLICATION

I. INTRODUCTION

A. Summary of Transaction

Eureka Broadband Corporation ("Eureka Parent"), A.R.C. Networks, Inc. ("A.R.C."), Eureka Telecom, Inc. ("Eureka"), InfoHighway of Virginia, Inc. ("InfoHighway-VA"), Eureka Telecom of VA, Inc. ("Eureka-VA") and Broadview Networks Holdings, Inc. ("Broadview Holdings") (collectively, "Applicants"), through their undersigned counsel and pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214, and Sections 63.04 and

63.24 of the Commission's Rules, 47 C.F.R. §§ 63.04, 63.24, respectfully request Federal Communications Commission ("Commission") approval or such authority as may be necessary or required to enable the parties to consummate a transaction whereby Broadview Holdings will acquire indirect control of Eureka, A.R.C., Eureka-VA, and InfoHighway-VA (collectively, "Licensees" or "InfoHighway") non-dominant carriers holding authority from the Commission to provide telecommunications services.¹

Although the proposed transaction will result in a change in the ultimate ownership of Licensees, no transfer of certificates, assets or customers will occur as an immediate consequence of the proposed transaction. Licensees will continue to provide service to their existing customers pursuant to their authorizations under the same rates, terms and conditions. Accordingly, this transaction will be transparent to the customers of Licensees.

B. Request for Expedited Consideration

As set forth below, Broadview Holdings has significant financial resources and substantial experience in owning and operating regulated telecommunications providers. As a result, the proposed transaction is structured to ensure that existing customers of Licensees will continue to enjoy uninterrupted service and, immediately following the proposed transaction, customers of Licensees will continue to receive services under the same rates, terms and conditions as those services are presently provided. In light of the substantial benefits that the Applicants expect from the proposed transaction, Applicants seek expedited approval to allow Applicants to complete the proposed transaction as soon as possible.

¹ InfoHighway-VA and Eureka-VA (InfoHighway-VA and Eureka-VA together, the "VA-Subs") are affiliates of A.R.C. and Eureka that operate in Virginia. The VA-Subs only provide intrastate and interstate telecommunications services and do not provide international telecommunications services. The VA-Subs, therefore, hold blanket authority from the Commission to provide interstate telecommunications services, but do not hold authority to provide international telecommunications services.

C. Request for Streamlined Processing

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 & 63.12. With respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transactions, (1) Applicants and their affiliates, as defined in Section 3(1) of the Communications Act ("Affiliates") combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which is a party to the proposed transactions) and; (3) none of the Applicants or their Affiliates is dominant with respect to any service.

With respect to international authority, this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants is a foreign carrier, or is affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), applies.

In support of this Application, Applicants provide the following information:

II. DESCRIPTION OF THE APPLICANTS

A. Eureka Broadband Corporation, Eureka Telecom, Inc., A.R.C. Networks, Inc., Eureka Telecom of VA, Inc. and InfoHighway of Virginia, Inc.

Eureka Parent is a Delaware corporation with offices located at 39 Broadway, New York, New York 10006. Eureka Parent's operating subsidiaries provide integrated communications solutions, including end-to-end voice and data communications solutions primarily to business customers in major markets in the northeastern United States and selected areas of Texas.

Among other services, through its indirect wholly owned subsidiaries, Eureka, Eureka-VA, A.R.C., and InfoHighway-VA, InfoHighway offers high-quality local and long distance telephone services, point-to-point data services, high-speed Internet services, network design and wiring. The primary operations of InfoHighway are located in the New York City, Boston, and Washington D.C. metropolitan areas. InfoHighway works with property owners to install network infrastructure and offer high-quality services to building tenants. In addition to access services, InfoHighway provides voice and other services to enterprise customers in both on-net and off-net locations. InfoHighway has access to approximately 550 pre-wired buildings, including more than 350 buildings in the New York metro area. InfoHighway holds authority to provide regulated telecommunications services in approximately thirty-four states.

Eureka and Eureka-VA hold blanket domestic authority to provide interstate service. Eureka also holds global resale Section 214 authority to provide international services pursuant to authority granted in File No. ITC-214-19951226-00060 (old File No. ITC-96-029). A.R.C. and InfoHighway-VA hold blanket domestic authority to provide interstate service. A.R.C. also holds global resale Section 214 authority to provide international services pursuant to authority granted in FCC File No. ITC-214-19960116-00008.

B. Broadview Networks Holdings, Inc.

Broadview Holdings is a privately held Delaware corporation with offices located at 800 Westchester Avenue, Suite N-501, Rye Brook, New York 10573. Broadview Parent is the ultimate parent company of Broadview Networks, Inc. ("Broadview Networks"), Broadview NP Acquisition Corp. ("Broadview NP"), BridgeCom International, Inc. ("BridgeCom"), TruCom Corporation ("TruCom"), and ATX Licensing, Inc. ("ATX"), which provide telecommunications services in multiple states.

Broadview Networks, a New York corporation, is a network-based electronically integrated communications provider which serves small and medium-sized businesses in the northeastern and mid-Atlantic United States. Broadview Networks is authorized to provide competitive telecommunications services in approximately 20 states and holds authority from the FCC to provide international and interstate service. Broadview holds blanket domestic Section 214 authority to provide interstate services. Broadview also holds international Section 214 authority granted in File Nos. ITC-214-20000128-00044.

Broadview NP, BridgeCom, and ATX are Delaware corporations. TruCom is a New York corporation. Broadview NP, BridgeCom and TruCom all have principal offices located at 800 Westchester Avenue, Suite N-501, Rye Brook, New York 10573. ATX has its principal offices in King of Prussia, Pennsylvania. These subsidiaries also hold authorizations to provide competitive telecommunications services in multiple states and authority from the FCC to provide international and interstate services. Broadview NP, BridgeCom, TruCom and ATX hold blanket domestic Section 214 authority to provide interstate services. BridgeCom, TruCom and ATX also hold international Section 214 authority granted in File Nos. ITC-214-19971020-00645 (BridgeCom), ITC-214-19971104-00683 (TruCom), and File No. ITC-214-19920330-00034 (ATX).

III. DESCRIPTION OF THE TRANSACTION

Broadview Holdings and Eureka Parent entered into an Agreement and Plan of Merger dated February 23, 2007 (the "Agreement") whereby a newly created subsidiary of Broadview Holdings will merge with Eureka Parent, with Eureka Parent surviving. As a result, Broadview Holdings will acquire indirect control of Licensees. For the Commission's convenience, pre- and post-transaction corporate structure charts are provided as Exhibit A. Applicants therefore request authority for the indirect transfer of control of Licensees to Broadview Holdings.

Immediately following the consummation of the proposed transaction, the Licensees will continue to offer service with no change in the rates or terms and conditions of service. Further, the Licensees will continue to provide service to their customers under the same name. Therefore, the transfer of control of the Licensees will be seamless and transparent to customers.

IV. PUBLIC INTEREST STATEMENT

Applicants submit that the transaction described herein will serve the public interest. The proposed transaction will provide the Licensees access to Broadview Holdings' substantial technical and management expertise, financial resources and complementary suite of services. Further, the proposed transaction will enable customers of the Licensees to benefit from Broadview Holdings' national network and broad suite of IP-based services. Together, these benefits are expected to strengthen the ability of the Licensees to expand their offerings and provide more advanced telecommunications services to a broader customer base. Applicants expect that the proposed acquisition will enable both the Licensees and Broadview Holdings to strengthen their competitive positions to the benefit of consumers and the telecommunications marketplace.

Further, the transaction will be conducted in a manner that will be transparent to customers of the Licensees. The transfer of control of the Licensees will not result in a change of carrier for customers or any assignment of authorizations. Following consummation of the proposed transaction, the Licensees will continue to provide high-quality communications services to their customers without interruption and without immediate change in rates, terms or conditions.

V. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e)(3) of the Commission's Rules, the Applicants submit the following information requested in Section 63.18 (a)-(d) and (h)-(p) in support of this Application:

(a) Name, address and telephone number of each Applicant:

Transferor:

Eureka Broadband Corporation **FRN: 0013561246**
39 Broadway, 19th Floor
New York, New York 10006
(212) 566-2100

Transferee:

Broadview Networks Holdings, Inc. **FRN: 0010296853**
800 Westchester Avenue, Suite N-501
Rye Brook, NY 10573
(914) 922-7000

Licensees:

A.R.C. Networks, Inc. **FRN: 0014864649**
Eureka Telecom, Inc. **FRN: 0003753852**
Eureka Telecom of VA, Inc.
InfoHighway of Virginia, Inc.
39 Broadway, 19th Floor
New York, New York 10006
(212) 566-2100

(b) Jurisdiction of Organizations:

Transferor: Eureka Parent is a corporation formed under the laws of Delaware.

Transferee: Broadview Holdings is a corporation formed under the laws of Delaware.

Licensees: A.R.C. is a corporation formed under the laws of New York.

Eureka is a corporation formed under the laws of Delaware.

Eureka-VA is a corporation formed under the laws of Virginia.

InfoHighway-VA is a corporation formed under the laws of Virginia.

(c) **(Answer to Question 10)** Correspondence concerning this Application should be sent to:

For Broadview:

Catherine Wang
Brett P. Ferenchak
Bingham McCutchen LLP
2020 K Street, N.W.
Washington, D.C. 20006
(202) 373-6000 (Tel)
(202) 373-6001 (Fax)
catherine.wang@bingham.com
brett.ferenchak@bingham.com

With copies to:

Charles Hunter
Executive Vice President and General
Counsel
Broadview Networks Holdings, Inc.
800 Westchester Avenue, Suite N-501
Rye Brook, NY 10573

For Eureka Parent:

Glenn S. Richards
Pillsbury Winthrop Shaw Pittman LLP
2300 N Street, N.W.
Washington, D.C. 20037
(202) 663-8215 (Tel)
(202) 513-8006 (Fax)
glenn.richards@pillsburylaw.com

With copies to:

Adam Lewis, Vice President, Finance
Eureka Broadband Corporation
39 Broadway
New York, New York 10006.
(212) 404-5179 (Tel)
(212) 404-5199 (Fax)
alewis@infohighway.com

(d) **Section 214 Authorizations**

A.R.C. holds blanket domestic authority to provide interstate services. 47 C.F.R. § 63.01 A.R.C. also holds global resale Section 214 authority to provide international services pursuant to authority granted in FCC File No. ITC-214-19960116-00008.

Eureka holds blanket domestic authority to provide interstate services. 47 C.F.R. § 63.01 Eureka also holds global resale Section 214 authority to provide international services pursuant to authority granted in File No. ITC-214-19951226-00060 (old File No. ITC-96-029).

Eureka-VA holds blanket domestic authority to provide interstate services, but does not hold authority to provide international services.

InfoHighway-VA holds blanket domestic authority to provide interstate services, but does not hold authority to provide international services.

Broadview Holdings does not directly hold any domestic or international Section 214 authority. It does have five subsidiaries (Broadview, Broadview NP, BridgeCom, TruCom, and ATX) that hold blanket domestic Section 214 authority and four subsidiaries that hold international Section 214 authority granted in File Nos. ITC-214-20000128-00044 (Broadview), ITC-214-19971020-00645 (BridgeCom), ITC-214-19971104-00683 (TruCom), and ITC-214-19920330-00034 (ATX).

- (h) **(Answer to Questions 11 & 12)** The following entities own directly or indirectly 10% or more of Applicants as calculated pursuant to the Commission ownership attribution rules for wireline and international telecommunications carriers:²

Pre-Transaction Ownership of A.R.C. Networks, Inc., Eureka Telecom, Inc., and Eureka Broadband Corporation:

- 1) The following entities currently hold a ten percent (10%) or greater, direct or indirect, interest in **A.R.C. Networks, Inc.** and **InfoHighway of Virginia, Inc.**:

Name: InfoHighway Communications Corporation
("IHCC")
Address: 39 Broadway
New York, New York 10006
Citizenship: U.S.
Principal Business: Holding Company
% Equity: 100% (directly in A.R.C. and InfoHighway-VA)

Name: Eureka Holdings, LLC
Address: 39 Broadway
New York, New York 10006
Citizenship: U.S.
Principal Business: Holding Company
% Equity: 100% (as sole owner of IHCC)

Name: Eureka Broadband Corporation
Address: 39 Broadway
New York, New York 10006
Citizenship: U.S.
Principal Business: Telecommunications Services
% Equity: 100% (as sole owner of Eureka Holdings, LLC)

- 2) The following entities currently hold a ten percent (10%) or greater, direct or indirect, interest in **Eureka Telecom, Inc.** and **Eureka Telecom of VA, Inc.**:

Name: Eureka Holdings, LLC
Address: 39 Broadway
New York, New York 10006
Citizenship: U.S.
Principal Business: Holding Company
% Equity: 100% (directly in Eureka and Eureka-VA)

² While the Commission's rules for combined domestic and international applications require this information only for the assignee/transferee, see 47 C.F.R. §§ 63.04(b), 63.24(3)(2), Applicants are providing ownership information for both parties.

Name: Eureka Broadband Corporation
Address: 39 Broadway
New York, New York 10006
Citizenship: U.S.
Principal Business: Telecommunications Services
% Equity: 100% (as sole owner of Eureka Holdings, LLC)

- 3) The following entities currently hold a ten percent (10%) or greater, direct or indirect interest in **Eureka Broadband Corporation**:

Name: AP EUREKAGGN LLC
Address: 60 Columbus Circle, 20th Floor
New York, NY 10023
Citizenship: U.S.
Principal Business: Investing
% Equity: 27% (directly in Eureka Parent)

No entity owns more than 37% of AP EUREKAGGN LLC.

Name: Trimaran Investments II, L.L.C.³
Address: 622 Third Avenue, 35th Floor
New York, NY 10017
Citizenship: U.S.
Principal Business: Investing
% Equity: 22% (directly in Eureka Parent)

No entity owns or controls more than 46% of Trimaran Investments II, L.L.C.

Name: Lazard Freres & Co., LLC
Address: 30 Rockefeller Center, 48th Floor
New York, NY 10020
Citizenship: U.S.
Principal Business: Investing
% Equity: 12% (directly in Eureka Parent)

No entity owns more than 50% of Lazard Freres & Co., LLC.

Name: GigaLine, L.P.
Address: c/o Crestline Investor, Inc.
201 Main Street, Suite 1900
Fort Worth, TX 76102
Citizenship: U.S.

³ Trimaran Investments II, L.L.C. holds its interests through five different entities, none of which individually hold more than 10% in Eureka Broadband Corporation. Those entities are Trimaran Fund II, L.L.C., CIBC Capital Corporation, CIBC Employee Private Equity Fund (Trimaran) Partners, Trimaran Parallel Fund II, L.P. and Trimaran Capital, L.L.C.

Principal Business: Investing
% Equity: 10% (directly in Eureka Parent)

Name: Thru Line Inc.
Address: c/o Crestline Investor, Inc.
201 Main Street, Suite 1900
Fort Worth, TX 76102
Citizenship: United States
Principal Business: Investing
% Equity: 10% (as sole owner of GigaLine, L.P.)

Name: Edward P. Bass
Address: c/o Crestline Investor, Inc.
201 Main Street, Suite 1900
Fort Worth, TX 76102
Citizenship: United States
Principal Business: Investing
% Equity: 10% (as sole owner of Thru Line Inc.)

Other than the foregoing, to the best of the Applicants' knowledge no other person or entities directly or indirectly owns 10% or more of the equity of Eureka Broadband Corporation.

Post-Transaction Ownership of A.R.C. Networks, Inc., Eureka Telecom, Inc., and Eureka Broadband Corporation:

- 1) The following entities will hold a ten percent (10%) or greater, direct or indirect, interest in A.R.C. Networks, Inc. and InfoHighway of Virginia, Inc.:

Name: InfoHighway Communications Corporation
("IHCC")
Address: 39 Broadway
New York, New York 10006
Citizenship: U.S.
Principal Business: Holding Company
% Equity: 100% (directly in A.R.C. and InfoHighway-VA)

Name: Eureka Holdings, LLC
Address: 39 Broadway
New York, New York 10006
Citizenship: U.S.
Principal Business: Holding Company
% Equity: 100% (as sole owner of IHCC)

Name: Eureka Broadband Corporation
Address: 39 Broadway
New York, New York 10006
Citizenship: U.S.
Principal Business: Telecommunications Services
% Equity: 100% (as sole owner of Eureka Holdings, LLC)

- 2) The following entity will hold a ten percent (10%) or greater, direct or indirect, interest in **Eureka Telecom, Inc. and Eureka Telecom of Virginia, Inc.**:

Name: Eureka Holdings, LLC
Address: 39 Broadway
New York, New York 10006
Citizenship: U.S.
Principal Business: Holding Company
% Equity: 100% (as sole owner of Eureka and Eureka-VA)

Name: Eureka Broadband Corporation
Address: 39 Broadway
New York, New York 10006
Citizenship: U.S.
Principal Business: Telecommunications Services
% Equity: 100% (as sole owner of Eureka Holdings, LLC)

- 3) The following entities will hold a ten percent (10%) or greater, direct or indirect interest in **Eureka Broadband Corporation**:

Name: Broadview Networks Holdings, Inc.
Address: 800 Westchester Avenue, Suite N-501
Rye Brook, New York 10573
Citizenship: U.S.
Principal Business: Telecommunications
% Equity: 100% (directly in Eureka Parent)

Pre- and Post-Transaction Ownership of Transferee:

The following entities and individuals currently hold and, upon completion of the transaction, will continue to hold a ten percent (10%) or greater direct or indirect interest in **Broadview Networks Holdings, Inc.**:

Name: Baker Communications Fund II (QP), L.P.⁴
Address: 540 Madison Avenue, 29th Floor

⁴ The General Partner of Baker Communications Fund II (QP), L.P. is Baker Capital Partners II, L.L.C., a U.S. limited liability company. No member of Baker Capital Partners II, L.L.C. holds more than 58% of Baker Capital Partners II, L.L.C.

New York, New York 10022
 Citizenship: U.S.
 Principal Business: Investments
 % Equity:
 Current: approx. 18.5% (directly in Broadview Holdings)
 Post-Transaction: approx. 16.7% (directly in Broadview Holdings)

Name: MCG Finance Corporation IH ("MCG Finance")
 Address: 1100 Wilson Boulevard
 Suite 3000
 Arlington, Virginia 22209
 Citizenship: U.S.
 Principal Business: Holding Company
 % Equity:
 Current: approx. 57.7%⁵ (directly in Broadview Holdings)
 Post-Transaction: approx. 52.1% (directly in Broadview Holdings)

Name: MCG Capital Corporation
 Address: 1100 Wilson Boulevard
 Suite 3000
 Arlington, Virginia 22209
 Citizenship: U.S.
 Principal Business: Holding Company
 % Equity:
 Current: approx. 57.7% (as 100% owner of MCG Finance)
 Post-Transaction: approx. 52.1% (as 100% owner of MCG Finance)

Upon information and belief, no entity owns more than 10% of **MCG Capital Corporation**, a publicly traded corporation (NasdaqGS: MCGC).

Other than the foregoing, following the transactions, to the best of the Applicants' knowledge no other person or entities will directly or indirectly own 10% or more of the equity of Broadview Networks Holdings, Inc.

Applicants have only one interlocking director with a foreign carrier to report: Peter Barris, a director of Broadview Holdings, also is a director of ProtoStar, Ltd., a non-dominant telecommunications services carrier in Bermuda.

- (i) (Answer to Question 14) Transferee certifies that it is not a foreign carrier or affiliated with a foreign carrier.
- (j) (Answer to Question 15) Transferee certifies that it does not seek to provide international telecommunications services to any destination country where:

⁵ Although MCG has a 60% majority voting control over Broadview Holdings, its economic interest in Broadview Holdings will be approximately 40%.

- (1) An Applicant is a foreign carrier in that country; or
 - (2) An Applicant controls a foreign carrier in that country; or
 - (3) Any entity that owns more than 25 percent of an Applicant, or that controls an Applicant, controls a foreign carrier in that country; or
 - (4) Two or more foreign carriers (or parties that control foreign carriers) own, in the aggregate more than 25 percent of an Applicant and are parties to, or the beneficiaries of, a contractual relation affecting the provision or marketing of international basic telecommunications services in the United States.
- (k) Not applicable.
 - (l) Not applicable.
 - (m) Not applicable.
 - (n) Transferee certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.
 - (o) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a; *see also* 47 C.F.R. §§ 1.2001-1.2003.
 - (p) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. §63.12(a)-(b). In particular, Section 63.12(c)(1) is inapplicable because none of the Applicants are or are affiliated with any foreign carriers and none of the scenarios outlined in Section 63.12(c) of the Commission's Rules, 47 C.F.R. § 63.12(c), apply.

VI. INFORMATION REQUIRED BY SECTION 63.04

Pursuant to Commission Rule 63.04(b), 47 C.F.R. § 63.04(b), Applicants submit the following information in support of their request for domestic Section 214 authority in order to address the requirements set forth in Commission Rule 63.04(a)(6)-(12):

- (a)(6) A description of the proposed Transaction is set forth in **Section III** above.
- (a)(7) A.R.C. is authorized to provide competitive local exchange services in California, Connecticut, Delaware, the District of Columbia, Florida, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Ohio, Pennsylvania, Rhode Island, Texas and Vermont. A.R.C. is authorized to provide interexchange services in Arizona, Arkansas, California, Colorado, Connecticut, Delaware,

Florida, Georgia, Illinois, Indiana, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan Minnesota, Missouri, Nevada, New Hampshire, New Jersey, New York, North Carolina, Ohio, Oklahoma, Pennsylvania, Rhode Island, South Carolina, Tennessee, Texas and Vermont. A.R.C.'s affiliate, InfoHighway-VA, is authorized to provide competitive local exchange and interexchange services in Virginia. Eureka is authorized to provide competitive local exchange and interexchange services in Connecticut, Delaware, the District of Columbia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, and Vermont. Eureka's affiliate, Eureka-VA, is authorized to provide competitive local exchange and interexchange telecommunications services in Virginia. Licensees provide telecommunications services in all jurisdictions where authorized.

Subsidiaries of Broadview Holdings (Broadview, Broadview NP, BridgeCom, TruCom, ATX) are authorized to provide competitive local and/or long distance telecommunications services in Alabama, Arkansas, California, Colorado, Connecticut, Delaware, the District of Columbia, Florida, Georgia, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, Tennessee, Texas, Utah, Vermont, Washington, West Virginia, and Wisconsin. Broadview Networks of Virginia, Inc. and ATX Telecommunications Services of Virginia, LLC are authorized to provide competitive local and long distance telecommunications services in Virginia. All of the services offered by these companies are competitive and neither Broadview Holdings nor any subsidiary holds a dominant position in any market. At least one of the subsidiaries of Broadview Holdings provides service in the following jurisdictions: Alabama, Arizona, Arkansas, California, Colorado, Connecticut, Delaware, the District of Columbia, Florida, Georgia, Idaho, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Montana, Nebraska, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, North Dakota, Ohio, Oklahoma, Oregon, Pennsylvania, Rhode Island, South Carolina, Tennessee, Texas, Utah, Vermont, Virginia, Washington, West Virginia, Wisconsin.

- (a)(8) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, with respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, (1) Applicants and their affiliates (as defined in Section 3(1) of the Communications Act – ("Affiliates") combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which is a party to the proposed transaction) and; (3) none of the Applicants or their Affiliates is dominant with respect to any service.

(a)(9) By this Application, Applicants seek authority with respect to both international and domestic Section 214 authorizations (this Application is being separately and concurrently filed with respect to both types of authorities in compliance with Commission Rule 63.04(b), 47 C.F.R. § 63.04(b)). No other applications are being filed with the Commission with respect to this transaction.

(a)(10) Prompt completion of the proposed transaction is critical to ensure that Applicants can obtain the benefits described in the foregoing application. Accordingly, Applicants respectfully request that the Commission approve this Application expeditiously in order to allow Applicants to consummate the proposed transaction as soon as possible.

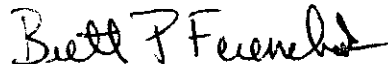
(a)(11) Not applicable.

(a)(12) A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in **Section IV** above.

VI. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application for the transfer of control of A.R.C. Networks, Inc. and Eureka Telecom, Inc. Applicants respectfully request expedited treatment to permit Applicants to complete the transaction no later than May 7, 2007.

Respectfully submitted,



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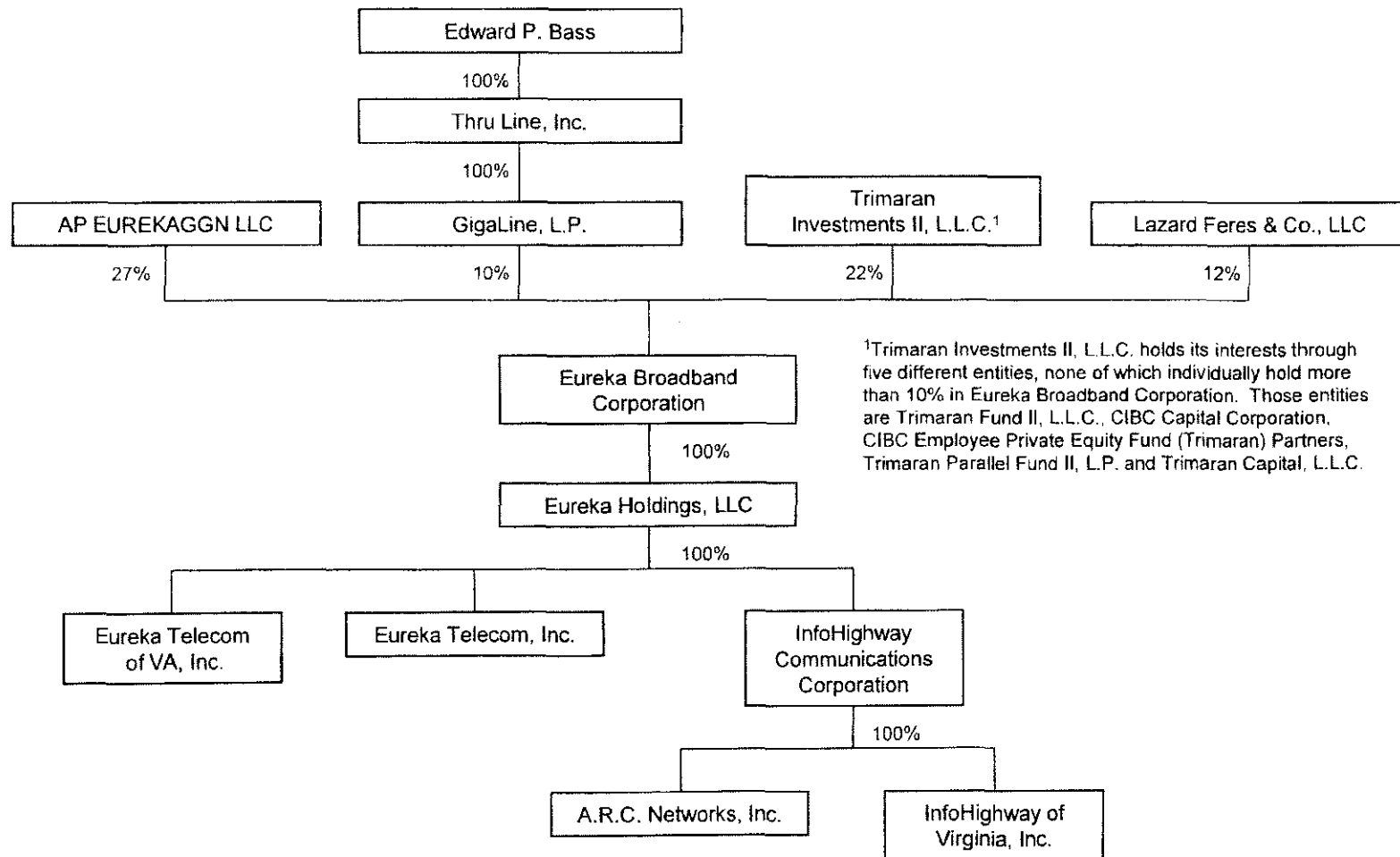
Counsel for Broadview Networks
Holdings, Inc.

Dated: February 28, 2007

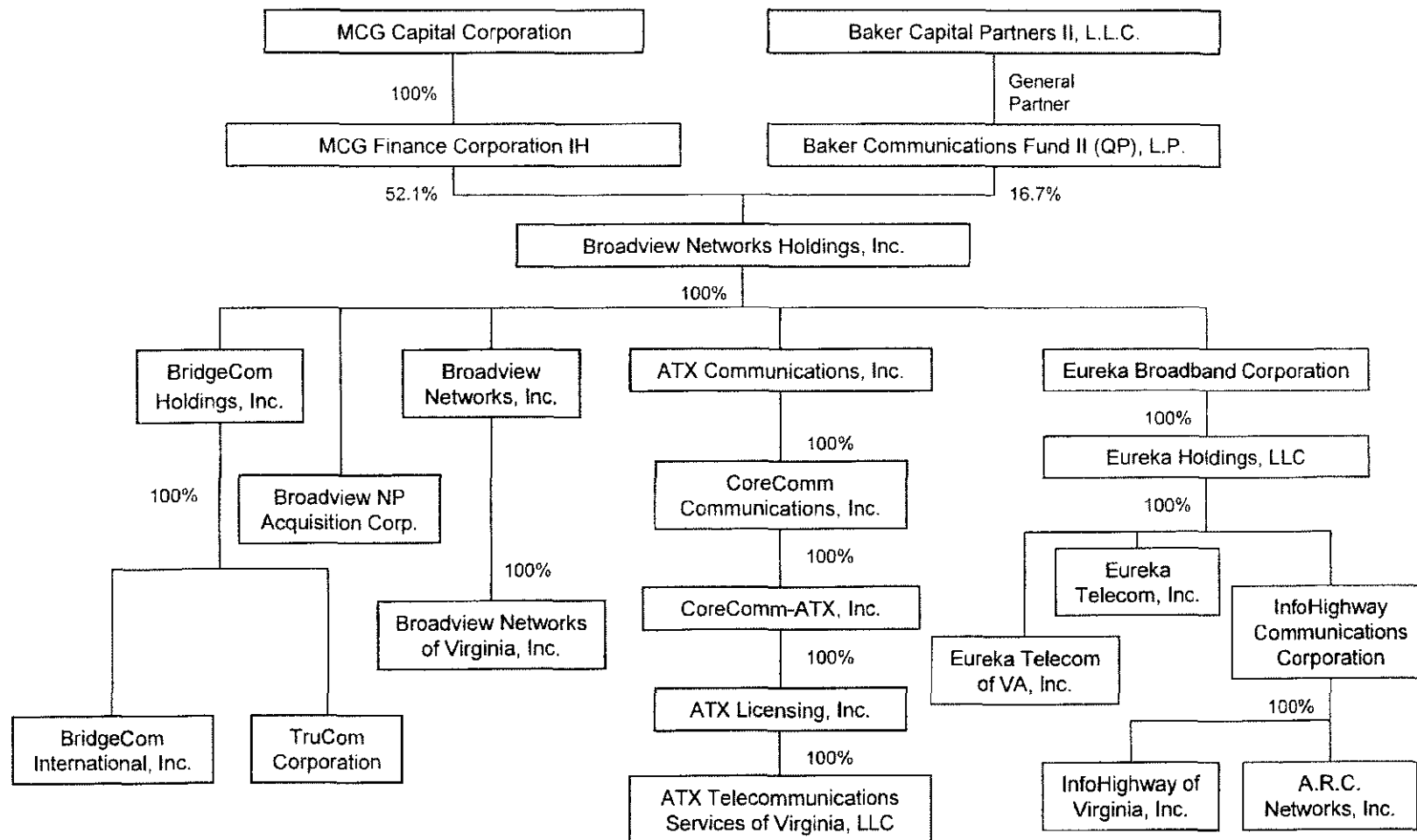
Exhibit A

Pre- and Post-Transaction Corporation Structure Chart

Pre-Transaction Corporate Structure of Eureka Broadband Corporation



Post-Transaction Corporate Structure



Verifications

STATE OF NEW YORK

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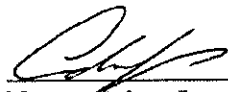
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CITY OF NEW YORK

VERIFICATION

I, Adam Lewis, state that I am Secretary of A.R.C. Networks, Inc. and Eureka Telecom, Inc.; that I am authorized to make this Verification on behalf of A.R.C. Networks, Inc. and Eureka Telecom, Inc.; that the foregoing Application was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

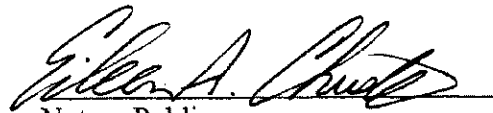


Name: Adam Lewis

Title: Secretary

A.R.C. Networks, Inc. and Eureka Telecom, Inc.

Sworn and subscribed before me this 21st day of February, 2007.




Notary Public

My commission expires: March 8, 2007


EILEEN A. CHRISTIE
Notary Public, State of New York
No. 01C15009314
Qualified in Richmond County
Certificate Filed in New York County
Commission Expires March 8, 2007

STATE OF NEW YORK §
 § ss:
COUNTY OF WEST CHESTER §

I, Charles Hunter, state that I am Executive Vice President and General Counsel of Broadview Networks Holdings, Inc.; that I am authorized to make this Verification on behalf of Broadview Networks Holdings, Inc.; that the foregoing Application was prepared under my direction and supervision; and that the statements in the foregoing document are true and correct to the best of my knowledge, information, and belief.


Charles Hunter
Executive Vice President and General Counsel
Broadview Networks Holdings, Inc.

SWORN TO AND SUBSCRIBED before me on the 19 day of Feb, 2007.


Notary Public

My commission expires: 9/21/09

COREY RINKER
NOTARY PUBLIC, STATE OF NEW YORK
No. 02R16013491
QUALIFIED IN WESTCHESTER COUNTY
MY COMMISSION EXPIRES 9/21/2009